LAST WILL AND TESTAMENT
OF
ALEJANDRO T. SAFIE

I, ALEJANDRO T. SAFIE, a resident of and domiciled in Miami-Dade County, Florida, do hereby make, publish, and declare this instrument to be my Last Will and Testament, hereby revoking any and all Wills and Codicils I formerly may have made.

ARTICLE I
PAYMENT OF DEBTS AND EXPENSES

I direct that all debts which I am legally obligated to pay at the time of my death, my last illness and funeral expenses and costs of administration of my estate, including taxes, shall be paid as soon as practicable after my death.

ARTICLE II
FUNERAL ARRANGEMENTS

I direct my Personal Representatives at their discretion to make all necessary and appropriate funeral and burial arrangements. I desire that my funeral be conducted in a religiously appropriate manner.

ARTICLE III
TANGIBLE PERSONAL PROPERTY

A. I have prepared a written, signed and dated statement prior to my death which disposes of certain of my tangible personal property. I intend that the written statement,

/s/_____
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as it may read at the time of my death, be a legally binding disposition of the tangible personal property described in such written statement. In the event that my Personal Representatives are unable to locate such written signed statement within thirty (30) days after the probate of my Will, it shall be conclusively presumed that such written signed statement does not exist, regardless of whether such written signed statement is later found.

B. I give and bequeath all my jewelry, automobiles, clothing, and other personal effects, as well as all household goods I may own at the time of my death, which have not otherwise been disposed of by specific devise or by the aforesaid written statement, to my children who survive me in equal shares, to be distributed among them as they shall mutually agree within a period of ninety (90) days from the probate of my will, or in the absence of such agreement, as my Co-Personal Representatives, in their sole discretion, shall deem advisable making such distribution in as nearly equal shares as possible.

C. Any of such items distributed to a minor may be delivered to the person with whom the minor resides, or such other person as may have custody and control of the minor, without intervention of a guardian, and the receipt of any such person shall be full acquittance of may Personal Representative as to such distribution.

ARTICLE IV
SPECIFIC DEVISE

At the time of the execution of this Will, I am the owner of 1,357 shares of preferred stock in Executive

/s/_____
INITIALS

Banking Corporation, a bank holding corporation. Of the 1,357 shares of preferred stock, I give and bequeath the stock in the following manner:

A. To my son, CARLOS SAFIE, 692 shares, and if he does not survive me, then to his issue, per stirpes, and if none, then to my other son, ALEJANDRO MATIAS SAFIE.

B. To my son, ALEJANDRO MATIAS SAFIE, 665 shares, and if he does not survive me, then to his issue, per stirpes, and if none, then to my other son, CARLOS SAFIE.

C. It is my specific intent that any other stock, whether common or preferred, that I may own at the time of my death in Executive Banking Corporation, shall be distributed as follows:

1. To my son, CARLOS SAFIE, 51%, and if he does not survive me, then to his issue, per stirpes, and if none, then to my other son, ALEJANDRO MATIAS SAFIE.

2. To my son, ALEJANDRO MATIAS SAFIE, 49%, and if he does not survive me, then to my Wife, DELMY SAFIE and my remaining children who survive me, in equal shares.

ARTICLE V
RESIDUARY BEQUEST

All the rest and residue of my estate after payment of estate taxes, including all lapsed and void gifts, wheresoever situated and of whatsoever kind or nature, including all

/s/_____
INITIALS

property which I may acquire or become entitled after the execution of this Will, I give and bequeath to my children, in equal shares, and if any of my children predecease me, then to his/her issue and if there is no issue of a predeceased child, then his/her share shall be distributed to my remaining children in equal shares.

ARTICLE VI
POST-NUPTIAL AGREEMENT

I make no other provisions for my wife, DELMY SAFIE, not because of any lack of affection or love for her, but because we have mutually waived our right to share in each other's estates by a duly executed agreement of such waiver entitled "CONVENIO POSNUPCIAL' dated August 11, 1983.

ARTICLE VII
JOINTLY HELD PROPERTY

If at the time of my death I am joint owner, co-owner or owner of any real estate, bank account or savings account in any commercial bank or savings institution, bond, or any security or instrument of indebtedness, which is registered or issued in my name and that of another person or persons as tenants by the entirety, as jointly tenants with right of survivorship, or which is payable to either co-owner or the survivor of them, then I give and bequeath all my right, title and interest in any such property to the surviving joint owner thereof. It is my intention and understanding that all right, title and interest in any such property will past to such surviving joint owner upon my death by operation of law, but I do nevertheless make these provisions in order to eliminate

/s/_____
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any question as to the right of any such surviving joint owner to succeed to the ownership of such property upon my death and to provide for the possibility that a true joint tenancy with a right of survivorship or an estate by the entire was not created during my lifetime. However, notwithstanding anything contained in this provision, it is my intention that any property included in my taxable estate by virtue of Internal Revenue Code Section 2040 shall bear its own share of any increase in estate taxes or penalties attributable to that property.

ARTICLE VIII
IN TERROREM CLAUSE

If any beneficiary hereunder shall contest the probate or validity of this Will or provision thereof, or shall institute or join in (except as a party defendant) any proceeding to contest the validity of this Will or to prevent any provision thereof from being carried out in accordance with its terms (regardless of whether or not such proceedings are instituted in good faith and with probable cause), then all benefits provided for such beneficiary are revoked and such benefits shall pass as if such beneficiary predeceased me. If all of the residuary beneficiaries join in such contest or proceedings then such benefits shall pass to those persons (other than the persons joining in such contest) who are living at my death and who would have been my distributees had I died intestate and had the person or persons contesting my Will died immediately before me. Each benefit conferred herein is made on the condition precedent that the beneficiary shall accept and agree to all of the provisions of this Will and the provisions of this Item are an essential part of each and every benefit.

/s/_____
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ARTICLE IX
ENCUMBRANCES

Any property bequeathed or devised, either outright or in trust, subject to any mortgage, lien or other encumbrances, shall be taken by the trustee, legatee or devisee of such property subject to such mortgage, lien or other encumbrance.

ARTICLE X
SIMULTANEOUS DEATH OR COMMON DISASTER

If my wife and I should die in a common disaster or under such circumstances that the order of our deaths cannot be established by proof, it shall be conclusively presumed for all purposes of this Will that my wife survived me.

ARTICLE XI
FOREIGN BENEFICIARIES

If it appears to the satisfaction of my fiduciaries that any principal of my estate or any trust created hereunder shall become distributable to a person so situated that such person, by reason of any action whatever in any foreign government, would not have the benefit or use of control thereof or that such principal, or the income therefrom would, if then distributed to such person, be (a) subject to immediate confiscation, expropriation or other similar seizure by a foreign government, (b) required to be loaned to, or exchanged for the obligations of a foreign government or converted to a foreign currency, or © delivered to a foreign government or to anyone selected by or representing a foreign government, my fiduciaries may, in their sole and uncontrolled discretion, but shall not be required to, postpone

/s/_____
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such distribution to such person of all or any part or parts of the principal and income of such share until such time or times as in their judgment each such person would have the actual benefit, use and control thereof and in the meantime to hold, manage, invest and reinvest the same for the benefit and account of such person. The foregoing power of my fiduciaries to postpone distribution shall apply not only in the case of the person to whom a share of the principal of my estate hereunder shall become distributable as aforesaid, but also, in the case of the subsequent death of such person, shall extend and apply to those claiming under or through him or her. The word "foreign" means foreign to the United State of America. In carrying out the foregoing provisions of this Item, my fiduciaries may act or decline to act upon such evidence or information as they may deem appropriate, and every determination made by them in good faith shall be binding and conclusive. My fiduciaries shall have with respect to each such retained share all of the power and discretion had with respect to the Estate or trust, generally.

ARTICLE XII
POWERS OF PERSONAL REPRESENTATIVES

In addition to all of the powers and protection granted to them by applicable law and not in limitation of any common law or statutory authority, and without application to any court, my Personal Representatives and in their absolute discretion shall have the powers and responsibilities described below:

A. To acquire by purchase or otherwise, and retain, temporarily or permanently any kind of realty and personalty - - including stocks and unsecured obligations,

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undivided interests, interests in investment trusts and discretionary common trust funds - - all without diversification as to kind or amount, and with respect to the residue of my estate, whether or not productive of income.

B. To sell or otherwise dispose of realty or personalty, publicly or privately, wholly or partly on credit, execute contracts and grant options binding upon estate or trust assets.

C. To divide or distribute principal in kind or in money, or partly in each, or by way of undivided interest, even if shares be composed differently and for such purposes the valuations of my Personal Representatives shall be conclusive.

D. To determine whether or to what extent expenditures should be charged against principal or income and what other adjustments should be made between principal and income; provided, however, that such determination shall not conflict with the Florida Uniform Principal and Income Act as amended from time to time.

E. To employ accountants, attorneys, and such agents as they may deem advisable; pay reasonable compensation for their services and charge same to (or apportion same between) income and principal as they may deem proper.

F. To renew, assign, alter, extend, compromise, release, with or without consideration, or submit to arbitration, obligations or claims, including taxes, held by or asserted against them which affect estate or trust assets.

/s/_____
INITIALS

G. To hold property in the name of nominees.

H. To borrow money, and pledge or mortgage any property, for the payment of taxes, debts or expenses or any other purpose which in the opinion of my Personal Representatives will facilitate the administration of my estate or any trust created herein.

I. To lease for periods to begin presently or in the future, without regard to statutory restrictions on leasing and even though such period may extend beyond the term of any trust; erect or alter buildings or otherwise improve property, demolish buildings, grant easements and charges; plat and subdivide, and to do all such acts as they deem necessary or advisable to carry out any plan of improvement for any real property forming a part of my estate or any trust created herein.

J. To carry insurance against such risks and for such amounts and terms as they determine with mutual insurers or otherwise.

K. To join with my spouse in income tax returns for any period prior to my death, or consent to treat gifts made by my spouse prior to my death as being made one-half by me for the purpose of the United States or any state gift tax law, and to pay such amounts of tax, interest, and penalties as my Personal Representatives deem advisable, even though not attributable to my own income or gifts.

L. To borrow or lend money, or sell or purchase assets to ro from my spouse or her estate, at such rates of interest, or at such prices, and upon such terms and conditions

/s/_____
INITIALS

as they deem advisable without liability or responsibility for any loss or diminution of income or the principal of estate or a trust created herein.

ARTICLE XIII
APPOINTMENT OF PERSONAL REPRESENTATIVE

I appoint my son, CARLOS SAFIE, and my attorney, PAUL M. KADE, as the Co-Personal Representatives of my estate.

A. If Carlos Safie is unable or unwilling to serve or predeceases me, I appoint son, ALEJANDRO MATIAS SAFIE, as his alternate Personal Representative.

B. If Paul M. Kade is unable or unwilling to serve or predeceases me, I appoint my accountant, JAMES HORAN, as his alternate Personal Representative.

C. To the extent permitted by law, I direct that any powers and rights granted to my Personal Representatives may be exercised by them without posting any bond, without obtaining any order from or the approval of any court, without any notice to or consent of anyone and that my Co-Personal Representatives shall not be required to make any report to any court at any time for any purpose.

D. Any Co-Personal Representative appointed herein my delegate any or all of his powers, duties and discretions to any other Co-Personal Representative by an instrument in writing and revoke such delegation at will in the same manner.

/s/_____
INITIALS

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of March, 1999, Miami, Miami-Dade County, Florida.

/s/_____
ALEJANDRO T. SAFIE

THE FOREGOING INSTRUMENT, consisting of seven (7) typewritten pages, was signed, sealed and published and declared by ALEJANDRO T. SAFIE, Testator, to be his Last Will and Testament, in our presence and we, at her request and in his presence, and the presence of each other have hereunto subscribed our names as witnesses, this 1st day of March, 1999, at Miami, Miami-Dade County, Florida.

/s/_____	residing at 9300 S. Dadeland Blvd.,
Paul M. Kade	Suite 408, Miami, Florida 33156
/s/_____	residing at 9300 S. Dadeland Blvd.,
Maytee J. Gonzalez	Suite 408, Miami, Florida 33156
_____	residing at 9300 S. Dadeland Blvd.,
	Suite 408, Miami, Florida 33156

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

WE, ALEJANDRO T. SAFIE, PAUL M. KADE, MAYTEE T. GONZALEZ, and _____, the Testator and the witnesses, respectively, whose names are signed to the attached and foregoing instrument, having been sworn, declared to the undersigned officer that the Testator in the presence of witnesses, signed the instrument as his Last Will and Testament, that he signed voluntarily and that each of the witnesses, in the presence of the Testator and in the presence of each other, signed the Will as a witness and to the best of the knowledge of each witness, the Testator was at the time eighteen (18) or more years of age, of sound mind and under no constraint or undue influence.

/s/_____
Testator
/s/_____
Witness
/s/_____
Witness

_____
Witness

SWORN TO SUBSCRIBED BEFORE ME by ALEJANDRO T. SAFIE, the Testator and by Paul M. Kade and Maytee J. Gonzalez, the witnesses, on this 1st day of March, 1999.

/s/_____
Notary Public State of Florida

Official Notary Seal
Maria Elena Parrilla
Commission Number: [illegible]
My Commission Expires:
Sept. 11, 2000

Personally known __x_ or produced identification ___
Type of identification produced:

APPENDIX C
EXHIBIT 3

LAST WILL AND TESTAMENT
OF
ALEJANDRO T. SAFIE

I, ALEJANDRO T. SAFIE, a resident of and domiciled in Miami-Dade County, Florida, do hereby make, publish, and declare this instrument to be my Last Will and Testament, hereby revoking any and all Wills and Codicils I formerly may have made.

ARTICLE I
PAYMENT OF DEBTS AND EXPENSES

I direct that all debts which I am legally obligated to pay at the time of my death, my last illness and funeral expenses and costs of administration of my estate, including taxes, shall be paid as soon as practicable after my death.

ARTICLE II
FUNERAL ARRANGEMENTS

I direct my Personal Representatives at their discretion to make all necessary and appropriate funeral and burial arrangements. I desire that my funeral be conducted in a religiously appropriate manner.

ARTICLE III
TANGIBLE PERSONAL PROPERTY

A. I have prepared a written, signed and dated statement prior to my death which disposes of certain of my tangible personal property. I intend that the written statement,

/s/_____
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as it may read at the time of my death, be a legally binding disposition of the tangible personal property described in such written statement. In the event that my Personal Representatives are unable to locate such written signed statement within thirty (30) days after the probate of my Will, it shall be conclusively presumed that such written signed statement does not exist, regardless of whether such written signed statement is later found.

B. I give and bequeath all my jewelry, automobiles, clothing, coins and cameras I may own at the time of my death, which have not otherwise been disposed of by specific devise or by the aforesaid written statement, to my son, ALEJANDRO MATIAS SAFIE, and if ALEJANDRO MATIAS SAFIE predeceases me, to my remaining children who survive me in equal shares, to be distributed among them as they shall mutually agree within a period of ninety (90) days from the probate of my will, or in the absence of such agreement, as my Personal Representative in his/her sole discretion, shall deem advisable making such distribution in as nearly equal shares as possible.

ARTICLE IV
SPECIFIC DEVISE

At the time of the execution of this Will, I am the owner of 1,357 shares of preferred stock in Executive Banking Corporation, a bank holding corporation. Of the 1,357 shares of preferred stock, I give and bequeath the stock in the following manner:

A. To my son, CARLOS ALEJANDRO SAFIE, 402 shares, and if he does not survive me, then to his issue,

/s/_____
INITIALS

per stirpes, and if none, then to my other son, ALEJANDRO MATIAS SAFIE; and if ALEJANDRO MATIAS SAFIE predeceases me, then to his issue per stirpes, and if none, then to my wife DELMY SAFIE, and if DELMY SAFIE predeceases me, then to my daughters, MARIA MERCEDES LANUZA, MARIA CRISTINA AND TERESA DELMY SAFIE, in equal shares, and if any daughter predeceases me, then her share shall be distributed in accordance with Sections C, D, and F of this ARTICLE IV, respectively.

B. To my son, ALEJANDRO MATIAS SAFIE, 616 shares, and if he does not survive me, then to his issue, per stirpes, and if none, then to my wife, DELMY SAFIE, and if DELMY SAFIE predeceases me, then to my daughters, MARIA MERCEDES LANUZA, MARIA CRISTINA AND TERESA DELMY SAFIE, in equal shares, and if any daughter predeceases me, then her share shall be distributed in accordance with Sections C, D, and F, respectively.

C. To my daughter, MARIA MERCEDES LANUZA of Managua, Nicaragua, 113 shares, and if she does not survive me, then to her issue, per stirpes, and if none, to her husband ALBERTO LANUZA, however, if ALBERTO LANUZA is divorced from MARIA MERCEDES prior to my death or predeceases me, then to my son, CARLOS ALEJANDRO SAFIE, and if CARLOS ALEJANDRO SAFIE, predeceases me, then to my son, ALEJANDRO MATIAS SAFIE, and if ALEJANDRO MATIAS SAFIE predeceases me, then to his issue per stirpes, and if none, then to my wife, DELMY SAFIE, and if DELMY SAFIE predeceases me, then to my remaining daughters, MARIA CRISTINA BAHAIA and TERESA DELMY SAFIE, in equal shares, and if either daughter predeceases me, then her share

/s/_____
INITIALS

shall be distributed in accordance with Sections D and F of this ARTICLE IV, respectively.

D. To my daughter MARIA CRISTINA BAHAIA of San Pedro Sula, Honduras, 113 shares and if she does not survive me, to her issue, per stirpes, and if none, to her husband, JORGE BAHAIA, however, if JORGE BAHAIA is divorced from MARIA CRISTINA prior to my death or predeceases me, then to my son, CARLOS ALEJANDRO SAFIE, and if CARLOS ALEJANDRO SAFIE, predeceases me, then to my son, ALEJANDRO MATIAS SAFIE, and if ALEJANDRO MATIAS SAFIE predeceases me, then to his issue, per stirpes, and if none, then to my wife, DELMY SAFIE, and if DELMY SAFIE predeceases me then to my remaining daughters, MARIA MERCEDES LANUZA and TERESA DELMY SAFIE, in equal shares, and if any daughter predeceases me, then her share shall be distributed in accordance with Sections C and F of this ARTICLE IV, respectively.

E. To my wife, DELMY SAFIE, 113 shares, and if she predeceases me, then to my son, ALEJANDRO MATIAS SAFIE, and if he predeceases me, then to his issue, per stirpes, and if none, then to my daughters, MARIA MERCEDES LANUZA, MARIA CRISTINA MAHAIA and TERESA DELMY SAFIE, in equal shares, and if any daughter predeceases me, then her share shall be distributed in accordance with Sections C, D and F of this ARTICLE IV, respectively.

F. In the event my daughter TERESA DELMY SAFIE, is entitled to a distribution of any stock of Executive Banking corp and if she predeceases me, then her share shall

/s/_____
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be distributed to my wife, DELMY SAFIE, and if DELMY SAFIE predeceases me, to my remaining daughters, MARIA MERCEDES LANUZA and MARIA CRISTINA BAHAIA, in equal shares, and if either daughter predeceases me, then her share shall be distributed in accordance with Sections C and D of this ARTICLE IV, respectively.

G. It is my specific intent that any other stock, whether common or preferred, that I may own at the time of my death in Executive Banking Corporation, shall be distributed to my son, ALEJANDRO MATIAS SAFIE, and if he does not survive me, then to my Wife, DELMY SAFIE, and if she predeceases me, then to my daughters, MARIA MERCEDES LANUZA, MARIA CRISTINA BAHAIA and TERESA DELMY SAFIE, in equal shares and if any daughter predeceases me, then her share shall be distributed in accordance with Sections C, D and F of this ARTICLE IV, respectively.

ARTICLE V
RESIDUARY BEQUEST

All the rest and residue of my estate after payment of estate taxes, including all lapsed and void gifts, wheresoever situated and of whatsoever kind or nature, including all property which I may acquire or become entitled after the execution of this Will, I give and bequeath to my children, in equal shares, and if any of my children predecease me, then to his/her issue and if there is no issue of a predeceased child, then his/her share shall be distributed to my remaining children in equal shares.

ARTICLE VI

/s/_____
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JOINTLY HELD PROPERTY

If at the time of my death I am joint owner, co-owner or owner of any real estate, bank account or savings account in any commercial bank or savings institution, bond, or any security or instrument of indebtedness, which is registered or issued in my name and that of another person or persons as tenants by the entirety, as jointly tenants with right of survivorship, or which is payable to either co-owner or the survivor of them, then I give and bequeath all my right, title and interest in any such property to the surviving joint owner thereof. It is my intention and understanding that all right, title and interest in any such property will past to such surviving joint owner upon my death by operation of law, but I do nevertheless make these provisions in order to eliminate any question as to the right of any such surviving joint owner to succeed to the ownership of such property upon my death and to provide for the possibility that a true joint tenancy with a right of survivorship or an estate by the entire was not created during my lifetime. However, notwithstanding anything contained in this provision, it is my intention that any property included in my taxable estate by virtue of Internal Revenue Code Section 2040 shall bear its own share of any increase in estate taxes or penalties attributable to that property.

ARTICLE VII
IN TERROREM CLAUSE

If any beneficiary hereunder shall contest the probate or validity of this Will or provision thereof, or shall institute or join in (except as a party defendant) any proceeding to

/s/_____
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contest the validity of this Will or to prevent any provision thereof from being carried out in accordance with its terms (regardless of whether or not such proceedings are instituted in good faith and with probable cause), then all benefits provided for such beneficiary are revoked and such benefits shall pass as if such beneficiary predeceased me. If all of the residuary beneficiaries join in such contest or proceedings then such benefits shall pass to those persons (other than the persons joining in such contest) who are living at my death and who would have been my distributees had I died intestate and had the person or persons contesting my Will died immediately before me. Each benefit conferred herein is made on the condition precedent that the beneficiary shall accept and agree to all of the provisions of this Will and the provisions of this Item are an essential part of each and every benefit.

ARTICLE VIII
ENCUMBRANCES

Any property bequeathed or devised, either outright or in trust, subject to any mortgage, lien or other encumbrances, shall be taken by the trustee, legatee or devisee of such property subject to such mortgage, lien or other encumbrance.

ARTICLE IX
SIMULTANEOUS DEATH OR COMMON DISASTER

If my wife and I should die in a common disaster or under such circumstances that the order of our deaths cannot be established by proof, it shall be conclusively presumed for all purposes of this Will that my wife survived me.

/s/_____
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ARTICLE X
POWERS OF PERSONAL REPRESENTATIVES

In addition to all of the powers and protection granted to them by applicable law and not in limitation of any common law or statutory authority, and without application to any court, my Personal Representatives and in their absolute discretion shall have the powers and responsibilities described below:

A. To acquire by purchase or otherwise, and retain, temporarily or permanently any kind of realty and personalty - - including stocks and unsecured obligations, undivided interests, interests in investment trusts and discretionary common trust funds - - all without diversification as to kind or amount, and with respect to the residue of my estate, whether or not productive of income.

B. To sell or otherwise dispose of realty or personalty, publicly or privately, wholly or partly on credit, execute contracts and grant options binding upon estate or trust assets.

C. To divide or distribute principal in kind or in money, or partly in each, or by way of undivided interest, even if shares be composed differently and for such purposes the valuations of my Personal Representatives shall be conclusive.

D. To determine whether or to what extent expenditures should be charged against principal or income and what other adjustments should be made between principal and income; provided, however, that such determination shall

/s/_____
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not conflict with the Florida Uniform Principal and Income Act as amended from time to time.

E. To employ accountants, attorneys, and such agents as they may deem advisable; pay reasonable compensation for their services and charge same to (or apportion same between) income and principal as they may deem proper.

F. To renew, assign, alter, extend, compromise, release, with or without consideration, or submit to arbitration, obligations or claims, including taxes, held by or asserted against them which affect estate or trust assets.

G. To hold property in the name of nominees.

H. To borrow money, and pledge or mortgage any property, for the payment of taxes, debts or expenses or any other purpose which in the opinion of my Personal Representatives will facilitate the administration of my estate or any trust created herein.

I. To lease for periods to begin presently or in the future, without regard to statutory restrictions on leasing and even though such period may extend beyond the term of any trust; erect or alter buildings or otherwise improve property, demolish buildings, grant easements and charges; plat and subdivide, and to do all such acts as they deem necessary or advisable to carry out any plan of improvement for any real property forming a part of my estate or any trust created herein.

/s/_____
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J. To carry insurance against such risks and for such amounts and terms as they determine with mutual insurers or otherwise.

K. To join with my spouse in income tax returns for any period prior to my death, or consent to treat gifts made by my spouse prior to my death as being made one-half by me for the purpose of the United States or any state gift tax law, and to pay such amounts of tax, interest, and penalties as my Personal Representatives deem advisable, even though not attributable to my own income or gifts.

L. To borrow or lend money, or sell or purchase assets to ro from my spouse or her estate, at such rates of interest, or at such prices, and upon such terms and conditions as they deem advisable without liability or responsibility for any loss or diminution of income or the principal of estate or a trust created herein.

ARTICLE XI
APPOINTMENT OF PERSONAL REPRESENTATIVE

I appoint my wife, DELMY SAFIE, as the Personal Representative of my estate.

A. If DELMY SAFIE is unable or unwilling to serve or predeceases me, I appoint my son, ALEJANDRO MATIAS SAFIE, as the alternate Personal Representative, and if ALEJANDRO MATIAS SAFIE is unable or unwilling to serve or predeceases me, I appoint my wife's cousin, ZULEYMA SAMOUR, as second alternate Personal Representative.

/s/_____
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B. In the event ZULEYMA SAMOUR is appointed as alternate Personal Representative, then I appoint my attorney, PAUL M. KADE as the Co-Personal Representative.

C. To the extent permitted by law, I direct that any powers and rights granted to my Personal Representatives may be exercised by them without posting any bond, without obtaining any order from or the approval of any court, without any notice to or consent of anyone and that my Personal Representative(s) shall not be required to make any report to any court at any time for any purpose.

D. Any Co-Personal Representative appointed herein my delegate any or ali of his powers, duties and discretions to any other Co-Personal Representative by an instrument in writing and revoke such delegation at will in the same manner.

E. None of my Personal Representatives shall be required to post a bond to ensure their faithful performance of their fiduciary duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29th day of November, 2001, Miami, Miami-Dade County, Florida.

/s/_____
ALEJANDRO T. SAFIE

THE FOREGOING INSTRUMENT, consisting of six (6) typewritten pages, was signed, sealed and published and declared by ALEJANDRO T. SAFIE, Testator, to be his Last Will and Testament, in our presence and we, at her request and in his presence, and the presence of each other have hereunto subscribed our names as witnesses, this 29 day of November, 2001, at Miami, Miami-Dade County, Florida.

/s/_____ residing at _____

/s/_____ residing at 11320 SW 132 Ct.
Miami, FL 33186

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

WE, ALEJANDRO T. SAFIE, PAUL M. KADE, and MATT WEINSTEIN, the Testator and the witnesses, respectively, whose names are signed to the attached and foregoing instrument, having been sworn, declared to the undersigned officer that the Testator in the presence of witnesses, signed the instrument as his Last Will and Testament, that he signed voluntarily and that each of the witnesses, in the presence of the Testator and in the presence of each other, signed the Will as a witness and to the best of the knowledge of each witness, the Testator was at the time eighteen (18) or more years of age, of sound mind and under no constraint or undue influence.

/s/_____
Testator
/s/_____
Witness
/s/_____
Witness

SWORN TO SUBSCRIBED BEFORE ME by ALEJANDRO T. SAFIE, the Testator and by Paul M. Kade and Matt Weinstein, the witnesses, on this 29 day of November, 2001.

/s/_____
Notary Public State of Florida
Desiree G. Williams
Print Notary Name

Official Notary Seal

Desiree Galletti Williams
My Commission CC 920878
Expires: March 21, 2004

Personally known ___ or produced identification _x_
Type of identification produced: Florida Driver's License

Official Seal
Circuit and County Courts
Dade County, Florida

STATE OF FLORIDA)
COUNTY OF DADE)
I HEREBY CERTIFY that the foregoing is a true and correct copy of the original on file in this office. WITNESS my hand and official Seal this Sep 16 2002.
Clerk, Circuit and County Courts
By: /s/ _____
Deputy Clerk
Alison Ainsley

In The
Supreme Court of the United States

No.

DELMY SAFIE, individually and as Personal Representative of the ESTATE OF ALEJANDRO T. SAFIE,

Petitioner,

v.

CARLOS SAFIE, individually and EXECUTIVE BANKING CORPORATION, a Florida corporation,

Respondents

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that three copies of the Petition for Writ of Certiorari were served by Federal Express this 1st day of April, 2005 upon:

R. Lawrence Bonner, Esq.
Homer Bonner & Delgado
a Professional Association
Attorneys for Carlos Safie
100 S.E. 2nd Street, # 3400
Miami, FL 33131
(305) 350-5100

William Jay Palmer, Esq.
Peter Fullerton, Esq.
Shutts & Bowen, LLP
Attorneys for Executive Banking Corporation
201 S. Biscayne Blvd, #1500
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(305) 358-6300

Charles Crist, Esq.
Florida Attorney General
Attorney for the State of Florida
Department of Legal Affairs
The Capitol, PL-01
Tallahassee, FL 32399
(850) 245-0140

_____
Neale J. Poller

APPENDIX C
EXHIBIT 4

IN THE CIRCUIT COURT OF THE 11TH JUDICIAL CIRCUIT IN AND FOR MIAMI-DADE COUNTY, FLORIDA.

GENERAL JURISDICTION DIVISION

CASE NO. 02-14282 (CA 25)

DELMY SAFIE, individually and as Personal Representative of the ESTATE OF ALJEANDRO T. SAFIE,

Plaintiff,

v.

CARLOS SAFIE and EXECUTIVE BANKING CORPORATION, a Florida corporation,

Defendants.
_____/

AFFIDAVIT OF PAUL M. KADE, ESQ.

STATE OF FLORIDA)
)ss
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Paul M. Kade, Esq., who upon being duly sworn deposes and states as follows:

1. I have been an attorney licensed to practice law in the State of Florida since 1980 and I have personal knowledge as to the statements set forth herein.

/s/ initials

2. On or about February 11, 1999, Alejandro T. Safie met with me for the purpose of preparing a new last will and testament. At the time of this meeting, Mr. Safie gave me copies of his then current will dated July 25, 1988 as well as a post-nuptial agreement that he had entered into with his wife, Delmy Safie, on August 11, 1983.

3. At the time of our first meeting, Alejandro T. Safie was the Chairman and President of Executive National Bank. Mr. Safie stated that he was using my services, rather than the services of any attorneys who may have been associated with Executive National Bank, because of his desire to keep our relationship secret in general as well as to keep secret the fact that he was revising his will. Mr. Safie also indicated that there was much tension between his sons, Carlos Safie and Alejandro Matias Safie, which, again, was another reason why he wanted to keep our relationship and the revision of his will secret.

4. At the first meeting, Alejandro T. Safie indicated that his main asset consisted of 1,357 shares of preferred stock in Executive National Corporation. He also indicated that Carlos Safie and Alejandro Matias Safie each owned 2,000 shares of common stock of Executive National Corporation with the remaining ten (10) or so shares divided among the other directors of the corporation. At all times during our meeting, Mr. Safie indicated that he was the owner of 1,357 shares of preferred stock and never mentioned anything pertaining to the existence of a trust, in general, or a trust pertaining to that stock in particular. The 1988 Will made no reference to these Preferred Shares.

5. During the first meeting, it was discussed that Carlos Safie would be the Personal Representative of the estate and would receive 692 shares of the preferred stock. Alejandro Matias Safie would receive 665 of the preferred shares. This equates to Carlos receiving 51% and Alex

receiving 49% of the preferred shares stock. Mr. Safie also discussed that any other stock he may have owned in Executive Banking Corporation would thereafter be split so as to give Carlos Safie 51% and Alejandro Matias Safie 49%.

6. On October 18, 2001, I again met with Alejandro T. Safie for the purpose of drafting a completely new will. Mr. Safie indicated to me that his intent was to completely change the specific devises with regard to the preferred shares of stock of Executive Banking Corporation. Mr. Safie specifically stated that he no longer wanted Carlos Safie to have the majority interest in the shares of stock because he was upset with how Carlos was handling the affairs of the bank. Mr. Safie also wanted his wife, Delmy Safie, to replace Carlos as the Personal Representative of his estate.

7. After the second meeting, I thereafter forwarded the first draft of the will to Mr. Safie on October 31, 2001. We then met again on November 6, 2001 to go over various changes in substance as well as typographical/spelling errors in the draft. It was readily apparent that Mr. Safie was totally aware of the various terms and provisions of the will and was intent on radically changing the dispositive provisions of the previous will.

8. A second draft of the will was forwarded to Mr. Safie on November 27, 2001 and, thereafter, Mr. Safie came to my office to sign the will on November 29, 2001. At the time of the signing of the will, Mr. Safie acknowledged that he was aware of what the provisions would do and that he wanted the witnesses to be present during his signing of the will.

9. I was one of the witnesses of the November 29, 2001 will and I can attest to the fact that the witnesses signed in front of each other as well as in front of Alejandro

T. Safie and that Alejandro T. Safie signed the will in front of the two witnesses.

10. I was notified of Mr. Safie's death on May 7, 2002. The following week, I prepared documents to open the estate and arranged to meet with Mrs. Safie to execute the estate documents. On May 23, 2003, Mrs. Safie came to my office with a copy of the November 29, 2001 will and four large white envelopes she received from Mr. Safie prior to his death. The envelopes were sealed with Mr. Safie's signature across each seal.

11. I broke the seal for the envelope labeled, "1,357 Preferred Shares Executive Banking Corp." which contained the two stock certificates for the Preferred Shares identified on the label. The envelope contained no other documents and made no reference to a Revocable Trust Agreement.

FURTHER AFFIANT SAYETH NAUGHT

/s/_____
Paul M. Kade

SWORN TO AND SUBSCRIBED before me this 5th day of March, 2003.

NOTARY SEAL: /s/_____
NOTARY SIGNATURE

Desiree Galletti Williams
My Commission CC920878
Expires March 21, 2004

Personally known __X__ or produced identification _____

Type of identification produced _____